

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 1556, 1923, 2117**

**CERTIFICATION OF COUNSEL REGARDING ASSUMPTION AND ASSIGNMENT  
OF NONRESIDENTIAL REAL PROPERTY LEASES**

I, Simon Fraser, counsel to Variety Stores, LLC (“Variety”), certify as follows:

1. On January 2, 2025 the Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “Sale Order”).<sup>2</sup>

2. On February 3, 2025, pursuant to paragraph 43 of the Sale Order, the Debtors filed their *Notice of Fifth Post-Closing Designation Notice* with the Court [D.I. 1923] (the “Fifth Designation Notice”), and on February 28, 2025, pursuant to paragraph 43 of the Sale Order, the Debtors filed their *Notice of Fourteenth Post-Closing Designation Notice* with the Court [D.I.

---

<sup>1</sup> The Debtors in these cases, together with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

<sup>2</sup> Capitalized terms not otherwise defined in this Certification shall have the meanings provided in the Sale Order.

2117] (the “Fourteenth Designation Notice,” and, together with the Fifth Designation Notice, the “Designation Notices”).

3. Among other things, the Fifth Designation Notice attached a list of 200 of the Debtors’ unexpired leases of nonresidential real property that had been designated for assumption by the Debtors and assignment to Variety, and the Fourteenth Designation Notice attached a list of 22 additional such leases (together, the “Leases”). Each Designation Notice identified the landlord associated with each Lease (together, the “Landlords”).

4. The Debtors served the Designation Notices on the Landlords as described in their claims agent’s Affidavits of Service [D.I. 2032 and 2275]. Variety separately served its information regarding adequate assurance of future performance pursuant to section 365(f)(2)(B) of the Bankruptcy Code on the Landlords as described in Variety’s Affidavits of Service [D.I. 2049 and 2279].

5. The Designation Notices each attached, as Exhibit C, substantially identical forms of *Order Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors-In-Possession to Assume, Assign and Sell Certain Non-Residential Real Property Leases* (the “Proposed Order”). Among other things, the Proposed Order provides for the assumption of the Leases by the Debtors, the assignment of the Leases to Variety, and the fixing of the Cure Costs for the Leases at the amounts set forth on the Lease schedule attached as Exhibit A to the Proposed Order.

6. Certain of the Landlords have objected or otherwise responded, either formally or informally, to one or more aspects of the relief set out in the Proposed Order with respect to their Leases. The Debtors, Variety, and/or Gordon Brothers Retail Partners, LLC (“Gordon Brothers” and, together with Variety and the Debtors, the “Parties”) have engaged, or are engaging, in

discussions with these Landlords regarding potential resolution of their objections, as well as with certain other Landlords regarding the potential amendment of their Leases upon assumption and assignment.

7. On February 25, 2025, counsel for the Parties jointly filed a *Certificate of No Objection Regarding Fifth Post-Closing Designation Notice* [D.I. 2083] (the “First CNO”). The First CNO attached a revised Lease schedule that did not include the Leases of the aforementioned Landlords who had either objected or responded, or with whom the Parties were engaged in discussions about Lease amendments. Without the removed Leases, 118 Leases remained on the Lease schedule attached to the First CNO. On February 27th, the Court entered the Proposed Order approving the Debtors’ assumption, and assignment to Variety, of these 118 Leases [D.I. 2111].

8. On March 19, 2025, counsel for the Parties jointly filed a *Certificate of No Objection Regarding Fourteenth Post-Closing Designation Notice* [D.I. 2191] (the “Second CNO” and, together with the First CNO, the “CNOs”). Like the First CNO, the Second CNO attached a revised Lease schedule that did not include the Leases of the aforementioned Landlords who had either objected or responded, or with whom the Parties were engaged in discussions about Lease amendments. On March 19th, the Court entered the Proposed Order accompanying the Second CNO.

9. The Parties have continued to engage with the Landlords whose Leases were not included in the CNOs, and have now resolved the objections or concerns of 21 of these Landlords, whose Leases (the “Resolved Leases”) are listed on a new Lease schedule (the “Resolved Lease Schedule”). The Resolved Leases include two that were the subject of formal objections filed on the docket. These two Resolved Leases are: (i) the Simpsonville, SC location (Store No. 5182),

which was the subject of the *Objection of Simpsonville Plaza, LLC to Debtors' Fifth Post-Closing Designation Notice* [D.I. 2076]; and (ii) the Easley, SC location (Store No. 5312), which was the subject of the *Objection of 5 Point Church to Fifth Post-Closing Designation Notice* [D.I. 1995]. These objections are now resolved. The remaining Leases on the Resolved Lease Schedule were the subject of informal objections (which are now resolved) and/or amendments to the applicable Resolved Leases that had the effect of resolving the applicable Landlords' objections. Those objections that were not resolved via an amendment were resolved by the Parties' agreement to revised Cure Cost figures, as set forth on the Resolved Lease Schedule. The Landlords for the Resolved Leases have agreed to the assumption by the Debtors, and assignment to Variety, of their Leases, as may have been amended, pursuant to the Proposed Order and with the Cure Costs listed on the Resolved Lease Schedule.

10. Finally, counsel for the Parties note that in accordance with the Court's comment at the March 12th status conference, the Parties have revised the second sentence of paragraph 7 of the Proposed Order to clarify that the Debtors will leave in place, as opposed to "abandon," any property owned by a Landlord, and to remove the representation of the Debtors that they are unaware of any third parties with interests in the FF&E (as defined in the Proposed Order). A Proposed Order containing this revised sentence, and attaching the Resolved Lease Schedule, is attached to this Certification as Exhibit "A." A comparison of this Proposed Order to the original form showing this revision to paragraph 7 is attached to this Certification as Exhibit "B."

11. The Parties each agree to the entry of the Proposed Order attached as Exhibit "A." Because the revision does not prejudice the Landlords, the Parties respectfully submit that the Proposed Order attached as Exhibit "A" may be entered without the need for further solicitation of comment from the 21 Landlords on the Resolved Lease Schedule.

12. Accordingly, the Parties respectfully request that the Court enter the Proposed Order attached hereto as Exhibit "A" at its earliest convenience.

**COZEN O'CONNOR**

Dated: March 20, 2025

/s/ Simon E. Fraser

Simon E. Fraser (No. 5335)  
1201 N. Market St., Ste. 1001  
Wilmington, DE 19801  
Telephone: (302) 295-2000  
Facsimile: (302) 295-2013  
E-mail: sfraser@cozen.com

*Counsel to Variety Stores, LLC*